

CBAT BOARD MEETING

Minutes of the Trustees' meeting held on 27th November 2019 at 6:00pm at Berkeley Primary School

Present: Nigel Riglar (Chair), Graham Ayre (by phone), Debbie Bird, John Gilbert, Emma Gray (Finance Director), Stuart Wilson (Chief Executive Officer). Nathan Wolstenholme.

In Attendance: Joe Scaife (Bishop Fleming LLP, for item 10i, from 6.30pm to 7.20pm), David Dale (Clerk).

1. Apologies received and accepted:

Ben Eagle.

2. Declarations of Interest:

There were no new declarations.

3. Minutes of the meeting of 25th September 2019

It was **proposed** by JG **seconded** by DB, that these be approved and signed, to be published on the Trust's website. This was **agreed** unanimously.

4. Action point checklist

All actions ongoing or completed.

With reference to action CBAT 128, the Clerk reported that he had updated the Register of Trustees' Interests with current information drawn from the DfE Suitability and Declarations forms that all Trustees had completed recently as part of the Gloucester bid, and therefore it had not been necessary to issue separate declarations forms. The updated Register has been published on the Trust's website.

With reference to action CBAT 129, the CEO said that he had identified some 20 schools where the fair banding admissions system is used, and in a significant number of cases this appeared to result in an increase in the numbers of Pupil Premium pupils on roll.

5. Matters arising

None.

6. Trust growth opportunities

The CEO updated Trustees on the various growth opportunities for the Trust that were currently being explored. He reported that, in respect of possible opportunities to sponsor Church of England (C of E) schools, he had provided Trustees with copies of correspondence with the Diocesan Director of Education. The Members and Trustees that the Trust had put forward to the Diocese have now been approved in principle. The DBE is now seeking final reassurance in respect of the Trust's commitment to the 25% Member/Director model, the use of DfE Model Articles of Association, and some engagement by the Diocesan Board of Education (DBE) in Headteacher appointments for any C of E school that might join the Trust.

The CEO had provided Trustees with a marked-up copy of the DfE's model Articles for when a MAT has a minority of church schools under its management, showing the changes that would be necessary. He said that the Trust's Articles need updating anyway. The main change that would be required to comply with the DfE's model Articles relates to the appointment of Members and Directors/Trustees: the Diocese would become a corporate Member of the Trust, and could appoint 2 church Trustees (which is already done in effect). Should the situation arise where the DfE and/or the Diocese were concerned about low standards in the schools, then the Diocese would be entitled to appoint additional Directors above the 25% threshold.

There followed a robust discussion around the implications of the model Articles, with Trustees asking questions about the appointment and number of Trustees, the criteria for being a church Member or Trustee, whether the Chair of Trustees should be a member, different funding arrangements for C of E schools, and the ownership and control of school buildings. The CEO advised that the Trust might want to limit in the articles, the proportion of church Trustees to a maximum of 49%. The criteria for being a church Member/Director are quite broad and can include any actively practising Christian of any faith or church provided they are approved by the Diocese. C of E schools do have different supplementary funding agreements. The Trust would control C of E school buildings but not own them, and so the buildings would be recognised in the Trust's accounts.

The Chair summarised the outcome of the discussion by saying that although there are some issues that will require further discussion with the Diocese, there appear to be no major obstacles to progress. A final decision will only be necessary if and when the Trust has a concrete opportunity for a C of E school to join. It was **agreed** that Trustees should read through the model Articles and send any further comments to the CEO by 9th December. **Action: Trustees** to review the document and feedback to the CEO by 9th December. If there are no significant areas of concern the CEO will then write to the Diocese to provide the reassurance requested. Subsequently, if the Trust decides to sponsor a church school it will be necessary to seek legal advice to change our Articles of Association, Master Funding Agreement, Supplementary Funding Agreements for each school, and to adopt the C of E funding agreement for the new school.

In respect of the Trust's bid to sponsor a new primary school ('free school presumption') in Stonehouse, the CEO had informed Trustees previously that this bid had not been successful and had circulated copies of the written feedback from the county council's Selection Panel (see minutes of the last meeting). Since then he had met the Head of Education at the county council and discussed the need to build capacity for MATs in Gloucestershire.

In respect of secondary school need in Gloucester, the CEO reported that the Trust had submitted a strong bid to sponsor a new school in the south of the city under the DfE's wave 14 programme. This is the first time that the Trust has submitted a bid to the DfE. Its success or otherwise will depend initially on whether the basic needs case for the county is strong enough and then on the strength of the education plan. The outcome will not be known until spring or summer.

The CEO added that he would continue to monitor the growth opportunities locally if any schools were to go into Special Measures.

7. Schools updates (full reports)

The CEO explained that all 3 reports are now in the same format, and he had provided Trustees with a summary note highlighting 8 key points from each school. A Trustee commented that the performance data seemed to show relatively poor attainment in maths in all 3 schools, and asked if there is a general problem with teaching and learning in this subject. The CEO

recognised that there is work to be done improving attainment in maths but there is no systemic problem: initiatives in all the schools are already showing a positive impact.

Another Trustee commented that performance more generally at BPS was not very positive last year, and asked questions about accountability and the role of Trustees in improving education outcomes. The CEO explained that Trustees are ultimately accountable for outcomes at all schools, and that the Board should consider how best to interpret and challenge the data in the Headteachers' reports. He suggested that one way of doing this might be to allocate one Trustee to each school to get to know the school in more detail and to quality assure the reports before they are presented to the Board (see item 12 below). The Chair said it is important that the Board keeps challenging itself to ensure that it is focussed on the most important issues and can consider how to get more actively involved in areas of concern.

Referring to BPS, the CEO said that there are some grounds for optimism including the latest predicted grades and a positive last visit from the Lead Primary Headteacher. The main challenge will be to demonstrate that the school has successfully tackled the issues raised in the recent Ofsted short inspection. However, continued staff turnover was still of concern. Trustees asked if there is anything more that the Trust can be doing to ensure that recruitment to critical teaching posts at BPS attracts a strong field of external candidates for internal candidates to compete against – the FD said that actions are in hand to advertise nationally for all schools in the Trust. **Action:** CEO to discuss with BPS SDB what further support is required.

Referring to CWJS, Trustees raised continuing concerns about the quality of KS1 data provided by the infant school and how this could be escalated. The Chair suggested that this could be raised with the county council if CWJS can provide strong evidence. **Action:** CEO to discuss with CWJS how best to take this forward.

Referring to MS, Trustees were pleased that the newly co-educational Sixth Form had attracted 63 girls – 33% of the Y12 intake. The CEO said that this was at the top end of expectations and reflected the hard work put into the promotion of the new Sixth Form, and he was pleased that the girls were already having a big positive impact on the school.

8. School Resource Management self-assessment

The FD guided Trustees through the summary of questions and answers submitted recently on this new DfE form. She highlighted those questions where the answer had been 'no' or 'in part' – questions 8 (Finance Committee), 9 (Audit Committee), 24 (senior leaders' salaries), and 28 (Trustees' challenge to renewal of contracts). She drew their attention to the associated Action Plan which sets out what actions are being taken and the target dates for completion.

Trustees raised a number of concerns about question 24. It was not quite clear what was meant by the question – if it is intended to establish whether the Trust has a robust performance management framework which links performance (including educational outcomes) to salary increments, then the answer should be 'yes'. **Action:** FD to seek clarification from DfE of the meaning of question 24, and if appropriate submit a revised answer to this question.

9. Health, safety and wellbeing

Nothing to report.

10. Finance

(i) Audit Report

Joe Scaife (Bishop Fleming) presented the independent auditor's report on the Trust's financial statements for the year ended 31st August 2019. He covered the audit overview, risks, regularity, accounting and audit issues, letter of representation, and management letter. Overall, he commented that everything is fairly straightforward this year, there have been no changes in regulations and the accounts are in the same format as last year, although including the full year accounts for CWJS for the first time. JS said that he had met previously with the CEO, Chair, Vice Chair and FD to go through the detail.

Overall, JS reported that the Trust is a going concern, there are no significant worries about its financial health. The reserves of £300,551 are in line with the Trust's policy. The accounts give a true and fair view of the state of the Trust's financial affairs, and they have been properly prepared in accordance with relevant statutory and professional requirements.

With reference to the Annual Report and Financial Statements, JS drew Trustees' attention to the Trust's policy of £200,000 - £300,000 reserves (page 7) and commented that the lower end of this range is now considered to be too low in comparison to similar MATs. Trustees discussed this and **agreed** to review the reserves policy during 2019-20. **Action:** FD to review and propose a revised reserves policy to Trustees.

JS also highlighted the pension's liability figure of £2.2m (page 20) which is significantly higher than the previous year although it remains reasonable in relation to the Trust's assets. Trustees asked questions about the level of assurance from the Government in relation to the pension fund deficit, and JS advised that all Trusts and schools must be in a position to meet 3 years' pension payments.

Having reviewed journal adjustments as part of the audit, JS said that he was happy with the transactions reviewed.

The management letter contains control observations and recommendations about 2 issues – control account reconciliations, and the posting of transactions after year end. On the first of these, JS remarked that the amounts involved were trivial and he was not overly concerned, and the FD reported that a process had already been implemented to address the recommendation. On the second point, JS emphasised the need to keep up to date with posting transactions to the accounting system but again commented that the matter was fairly minor and that he appreciated that it had been due to the finance team being under-resourced at the time.

It was **proposed** by JG and **seconded** by NW that the Chair and CEO sign the final versions of the Trustees' letter, accounts and statement of regularity, propriety and compliance. This was **agreed unanimously**. The Trustees thanked Joe Scaife and the team at Bishop Fleming for their work, and also thanked the FD and the finance team at CBAT for their hard work throughout.

(ii) Budget monitoring

The FD reported on budget actuals for each of the three academy schools for the period to the end of October (month 2). Trustees queried why supply staff costs were high, the FD explained that this was partly due to some old year (2018-19) charges coming in late and other technical reasons, but also because the use of supply staff was higher than expected particularly at CWJS. The CEO explained that when there were vacancies and delays in recruiting, especially at primary schools with relatively small staff numbers, it was inevitable that supply costs would rise but that there would be some saving on the employee budget. Trustees also queried premises and grounds maintenance expenditure at MS, the FD said this would need to be

investigated. **Action:** FD to investigate premises and grounds maintenance expenditure at MS and provide further information to Trustees.

(iii) Internal assurance

The FD reported that the role of Responsible Officer for internal assurance of finance and business processes needs to be formalised in order to meet ESFA requirements. She had investigated a number of options including the possible use of a SRMA, and had also sought quotes from 3 audit firms. The likely cost is £1,000-£1,200 per visit – 2 visits and reports to Trustees per year. Having looked at the options, the FD recommended that the Trust appoint Bishop Fleming to undertake this work, and option that gives continuity with their financial audit work, albeit with a different person doing the work. It was **proposed** by NR and **seconded** by JG that Bishop Fleming be retained as Responsible Officer for 2019-20 and 2020-21, with the position to be reviewed at the end of that period. This was **agreed unanimously**.

11. Complaints

The CEO reported that a panel convened at BPS on 12th November to consider a longstanding complaint at Stage 3 of the complaints process and had found that the complaint is not upheld. There had been no evidence that brought into question the integrity and motive of any of the parties named in the complaint. This completes the school's complaints process, any complaint at Stage 4 would be purely in respect of procedural matters. Trustees noted this information.

12. Allocating a Trustee to each school

The CEO initiated a discussion about the idea of allocating an individual Trustee to each of the 3 schools in order to develop a closer relationship and to bring some additional scrutiny and challenge. He noted that this would also address the earlier comment by Trustees about having a more informed and detailed view of the performance data included in the Headteachers' termly reports to Trustees.

In the discussion that followed, Trustees were keen to ensure that such a role could be clearly specified, and would not duplicate or conflict with the role of local Governors. In practical terms, the role might involve one or two on-site meetings a year with the Headteacher, perhaps attending one or two SDB meetings, and scrutinising and providing assurance to the Headteachers' reports before they are submitted to Trustees.

Trustees were broadly in support of the idea but requested further information before making a formal commitment and allocating one of their number to each of the 3 schools. **Action:** CEO to discuss the idea with SDBs at their forthcoming meetings, provide some further clarity to the suggested role, and bring a proposal back to the next meeting.

13. School Development Boards – minutes of last meetings

The minutes of the following meetings were received and noted:

- Marling School 16th September 2019.

On item 6 in relation to the link between governors who are both CBAT Trustees and Marling Governors, one Trustee raised concerns about the lack of a clear deadline for achieving a position where there is no overlapping membership. He noted that a Trustee had recently stepped down from the Board shortly after becoming Co-chair at BPS. The Chair responded by saying that we are on course to meet the timetable agreed with the Regional Schools Commissioner whereby no Trustee would hold office on the Marling SDB by the end of this school year. In the short term it is important to retain some experienced Governors, including JG as Vice Chair, to support the new Chair (see below) and additional Governors still to join.

Trustees on the Marling SDB will review their position as their current term comes to an end.

The Clerk reported that he had not received recent signed minutes from the SDBs at Berkeley Primary School and Cam Woodfield Junior School but would forward these to Trustees as soon as possible. **Action: Clerk** to circulate minutes once received.

14. SDB recommendations for consideration in line with Scheme of Delegation

Trustees discussed the recent recommendations from Marling SDB for appointments of its new Chair and a co-opted Governor, and requested further information about the individuals concerned before making decisions. **Action: Clerk** to seek brief biographical and SDB service details and circulate to Trustees for decision via email.

15. Trust policies

There were no new or revised policies for approval at the meeting.

The FD reported that she was working on a proposal to make performance appraisal for support staff into a Trust policy. **Action: FD** to email her proposal to Trustees and seek approval to go out to consultation with support staff and trade unions.

16. Trustees' decisions under Scheme of Delegation since last meeting

Trustees noted their decision taken via email earlier this month to approve the revised Finance Policy. The Clerk reported that the required formatting changes had been made, and the final agreed version of the Finance Policy had been circulated to the schools and published on the Trust's website.

17. Any other business

The CEO reported on a matter referred by CWJS SDB Co-chairs regarding the eligibility of a person to stand as a candidate for election as a Parent Governor. Trustees asked questions about the circumstances, and discussed options for responding to the Co-chairs. It was **agreed** that the CEO should seek advice from the Trust's legal advisers, share this with Trustees and seek their views before responding. **Action: CEO** to seek legal advice and inform Trustees.

18. Risk register

Trustees considered the updated Risk register and noted that there were no changes in the status of the key risks as reported and discussed at their last meeting.

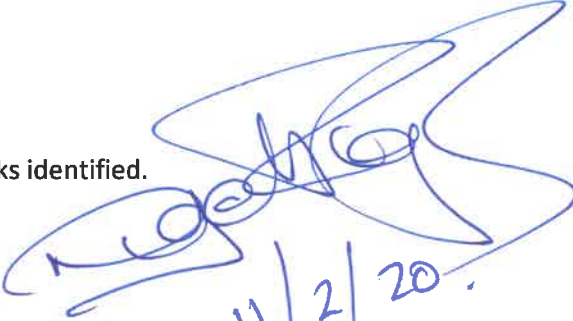
19. Dates of future meetings

The Clerk reported that he proposed to consult Trustees on dates for meetings for the remainder of the current school year as follows:

- Term 3, week 6 (w/c 10th February 2020)
- Term 4, week 5 (w/c 23rd March 2020)
- Term 5, week 5 (w/c 18th May 2020)
- Term 6, week 6 (w/c 6th July 2020)

Action: Clerk to poll Trustees on their availability in the weeks identified.

The meeting closed at 8.23pm.



11/2/20.